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UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION

ONYX PHARMACEUTICALS, INC.,
 Plaintiff,
 v.
 BAYER CORPORATION, BAYER AG,
 BAYER HEALTHCARE LLC, AND
 BAYER SCHERING PHARMA AG,
 Defendants.

Case No. C 09-2145 (EMC)

**STIPULATION AND [PROPOSED]
 ORDER REQUESTING DISMISSAL**

Hon. Edward M. Chen

Pursuant to a settlement agreement entered into by the parties in the above-entitled action, and pursuant to Rule 41(a) of the Federal Rules of Civil Procedure, the parties hereby stipulate and request that the Court **DISMISS WITH PREJUDICE** all claims between the parties in the above-entitled action, each party to bear its own costs and attorneys' fees.

Pursuant to the terms of the settlement agreement, the parties further stipulate and request that the Court retain jurisdiction over the above-entitled action and over the parties personally for the purposes of enforcing the payment obligation set forth in Section 12 of the Fourth Amendment to the Collaboration Agreement between the parties.

Dated: October 14, 2011

Dated: October 14, 2011

COOLEY LLP

BARTLIT BECK HERMAN PALENCHAR
& SCOTT LLP

/s/ Martin S. Schenker

/s/ J. Scott McBride

Martin S. Schenker

Attorneys for Plaintiff
ONYX PHARMACEUTICALS, INC.

Attorneys for Defendants
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HEALTHCARE LLC; BAYER AG; BAYER
SCHERING PHARMA AG

PURSUANT TO STIPULATION, IT IS SO ORDERED.

Dated: October ____, 2011

Hon. Edward M. Chen

ATTESTATION PURSUANT TO GENERAL ORDER 45

I, Martin S. Schenker, attest that concurrence in the filing of this Stipulation And [Proposed] Order Requesting Dismissal has been obtained from each of the other signatories. Executed this 14th day of October, 2011, at San Francisco, California.

/s/ Martin S. Schenker
Martin S. Schenker